

EXHIBIT 7

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---|---|-------------------------|
| In re: |) | Chapter 11 |
| |) | |
| W. R. GRACE & CO., et al., ¹ |) | Case No. 01-01139 (KJC) |
| |) | (Jointly Administered) |
| Reorganized Debtors. |) | |
| |) | |

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD FROM JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

| | |
|---|--|
| Name of Applicant: | <u>Venable LLP ("Venable")</u> |
| Authorized to Provide Professional Services to: | <u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u> |
| Date of Retention: | <u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u> |
| Period for which compensation and reimbursement is sought: | <u>January 1, 2011 through January 31, 2011</u> |
| Amount of Compensation sought as actual, reasonable and necessary: | <u>\$1,484.50</u> |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | <u>\$12.40</u> |
| This is a <u> x </u> monthly <u> </u> interim <u> </u> final application. | |

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Com., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is Venable's monthly application for interim compensation of services for the interim fee period January 1, 2011 through January 31, 2011 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|-------------------|-----------------------|----------------|--------------------|-------------------------------|-------------------------------|
| November 5, 2009 | 11/1/2008-6/30/2009 | \$709,294.00 | \$6,405.06 | \$706,595.00 | \$6,405.06 |
| November 5, 2009 | 7/1/2009-7/31/2009 | \$50,849.50 | \$75,008.99 | Interim approval ² | Interim approval |
| November 24, 2009 | 8/1/2009-8/31/2009 | \$134,090.00 | \$102,335.48 | Interim approval | Interim approval |
| November 24, 2009 | 9/1/2009-9/30/2009 | \$306,602.00 | \$118,095.92 | Interim approval | Interim approval |
| November 24, 2009 | July-September 2009 | \$491,541.50 | \$295,440.39 | \$491,292.50 | \$295,440.39 |
| February 26, 2010 | 10/1/2009-10/31/2009 | \$479,238.00 | \$266,326.39 | Interim approval ³ | Interim approval |
| April 16, 2010 | 11/1/2009-11/30/2009 | \$398,519.00 | \$163,488.22 | Interim approval | Interim approval |
| April 30, 2010 | 12/1/2009-12/31/2009 | \$305,242.96 | \$108,454.93 | Interim approval | Interim approval |
| May 3, 2010 | October-December 2009 | \$1,182,999.96 | \$538,269.54 | \$1,179,018.46 | \$538,269.54 |
| May 19, 2010 | 1/1/2010-1/31/2010 | \$271,084.25 | \$97,840.12 | Interim approval ⁴ | Interim approval |
| May 19, 2010 | 2/1/2010-2/28/2010 | \$157,136.50 | \$17,784.35 | Interim approval | Interim approval |
| May 19, 2010 | 3/1/2010-3/31/2010 | \$7,968.00 | \$640.70 | Interim approval | Interim approval |
| May 19, 2010 | January-March 2010 | \$436,188.75 | \$116,265.17 | \$436,188.75 | \$116,265.17 |
| August 18, 2011 | 4/1/2010-4/30/2010 | \$2,500.00 | \$162.02 | Interim approval | Interim approval ⁵ |

² The fees and expenses requested in the July through September 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

³ The fees and expenses requested in the October through December 2009 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

⁴ The fees and expenses requested in the January through March 2010 interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

⁵ The fees and expenses requested in the April and May 2011 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

| | | | | | |
|-----------------|--------------------|-------------|----------|------------------|------------------|
| August 18, 2011 | 5/1/2010-5/31/2010 | \$9,000.00 | \$3.50 | Interim approval | Interim approval |
| August 18, 2011 | April-June 2010 | \$11,500.00 | \$165.52 | \$11,500.00 | \$165.52 |

The Venable attorneys who rendered professional services in these cases

during the Fee Period are:

| Name of Professional Person | Position with the Applicant and Year Admitted | | Department | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|--------------------------------|---|------|------------|---------------------|--------------------|--------------------|
| Jeffrey P. Ayres | Partner | 1977 | Litigation | \$600.00 | .8 | \$480.00 |
| Carmen M. Fonda | Partner | 2003 | Business | \$450.00 | .4 | \$180.00 |
| Thomas D. Washburn | Partner | 1981 | Business | \$650.00 | 1.5 | \$975.00 |
| John A. Wilhelm | Partner | 1987 | Business | \$565.00 | .3 | \$169.50 |
| Total for all attorneys | | | | | | \$1804.50 |
| (Less write-off) | | | | | | (\$320.00) |
| Total | | | | | | \$1,484.50 |

| | |
|--|-------------------|
| Grand Total for Fees (before write-off) | \$1,804.50 |
| Grand Total for Fees (after write-off) | \$1,484.50 |
| Blended Rate (after write-off) | \$494.83 |

Compensation by Matter

| Matter Description | Total Billed Hours | Total Fees Requested |
|---|--------------------|----------------------|
| Advice Concerning Labor and Employment Matters | 1.1 | \$649.50 |
| Advice Concerning Corporate and Securities Matters (including Confidential Matters) | 1.9 | \$1,155.00 |
| Total for all Matters | | \$1,804.50 |
| (Less write-off) | | (\$320.00) |
| Total | | \$1,484.50 |

Expense Summary

| Service Description | Amount |
|--------------------------|----------------|
| Reproduction Costs | \$2.40 |
| Telecopy | \$10.00 |
| Total of Expenses | \$12.40 |

WHEREFORE, Venable respectfully requests (a) that the fees and expenses herein be authorized and approved as administrative expenses of the Debtors' estates as requested in the Interim Application for Compensation for Services and Reimbursement of Expenses as Special Counsel to W.R. Grace & Co., et al., for the Thirty-Eighth through Fiftieth Quarters from July 1, 2010 through September 30, 2013, filed simultaneously herewith; and (b) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware
Dated: May 1, 2014

Respectfully submitted,

VENABLE LLP

/s/ Darek S. Bushnaq

Darek S. Bushnaq
750 E. Pratt Street, Suite 900
Baltimore, Maryland 21202
(410) 244-7400

Special Counsel for the Debtors and Debtors in Possession

Monthly Statement of Venable LLP Fee
Detail January 1, 2011 through January 31, 2011

Advice Concerning Corporate and Securities Matters (including Confidential Matters)

| TKPR | DATE | HRS | RATE | AMT | NARRATIVE |
|----------------------|-----------|------|--------|-----------------|---|
| FONDA, CARMEN M. | 1/20/2011 | 0.40 | 450.00 | 180.00 | REVIEW CHARTER; CONFERENCE WITH T. WASHBURNE AND J. MCFARLAND RE CHARTER. |
| WASHBURNE, THOMAS D. | 1/20/2011 | 0.60 | 650.00 | 390.00 | CONFERENCE WITH C. FONDA; TELEPHONE CALL WITH J. MCFARLAND |
| WASHBURNE, THOMAS D. | 1/20/2011 | 0.50 | 650.00 | 325.00 | TELEPHONE CALL WITH CONRON; TELEPHONE CALL WITH J. MCFARLAND |
| WASHBURNE, THOMAS D. | 1/20/2011 | 0.40 | 650.00 | 260.00 | TELEPHONE WITH M. CONRON |
| | | | | 1,155.00 | |

Advice Concerning Labor and Employment Matters

| TKPR | DATE | HRS | RATE | AMT | NARRATIVE |
|-------------------|-----------|------|--------|-----------------|---|
| AYRES, JEFFREY P. | 1/21/2011 | 0.40 | 200.00 | 80.00 | TELEPHONE CALLS AND E-MAILS TO AND FROM OPPOSING COUNSEL (1/20) AND CNA RE IME AND OTHER ISSUES |
| AYRES, JEFFREY P. | 1/27/2011 | 0.20 | 200.00 | 40.00 | E-MAIL CNA RE SETTLEMENT |
| WILHELM, JOHN A. | 1/28/2011 | 0.30 | 565.00 | 169.50 | DISCUSS WITH J. FORGACH SECTION IMPLICATIONS FOR |
| AYRES, JEFFREY P. | 1/28/2011 | 0.20 | 200.00 | 40.00 | WRITE OPPOSING COUNSEL RE SETTLEMENT |
| | | | | 329.50 | |
| | | | | 1,484.50 | |

* In the interest of billing judgment, \$320.00 was written off for the period January 1, 2011 through January 31, 2011. These fees reflect these reductions. Therefore, the fees cannot be replicated by multiplying the hours billed by the billing rate.

Monthly Statement of Venable LLP Expense Detail
January 1, 2011 through January 31, 2011

| | | | |
|-----------|-----------------------------|--------------|---------------------------------------|
| 1/21/2011 | TELECOPY | 10.00 | FAX SENT BY JOHNSON, CAROL C. |
| | | 10.00 | |
| 1/21/2011 | INTERNAL REPRODUCTION COSTS | 2.40 | PHOTOCOPIES MADE BY JOHNSON, CAROL C. |
| | | 2.40 | |
| | | 12.40 | |